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*Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	: :
Debtors. <sup>1</sup>	: (Jointly Administered)
	: :
-----X	

**FORTY-FIFTH MONTHLY FEE  
STATEMENT OF AKIN GUMP STRAUSS  
HAUER & FELD LLP FOR PROFESSIONAL SERVICES  
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD OF JUNE 1, 2022 THROUGH JUNE 30, 2022**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	June 1, 2022 through June 30, 2022
Monthly Fees Incurred:	<b>\$413,247.00</b>
20% Holdback:	<b>\$82,649.40</b>
Total Compensation Less 20% Holdback:	<b>\$330,597.60</b>
Monthly Expenses Incurred:	<b>\$5,377.28</b>
Total Fees and Expenses Requested:	<b>\$335,974.88</b>

This is a   x   monthly        interim        final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Forty-Fifth Monthly Fee Statement”) covering the period from June 1, 2022 through and including June 30, 2022 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Forty-Fifth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,<sup>2</sup> Akin Gump requests (a) interim allowance and payment of compensation in the

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<sup>2</sup> The total amount sought for fees and expenses (\$418,624.28) reflects voluntary reductions for the Compensation Period of \$86,860.50 in fees and \$6,820.10 in expenses.

amount of \$330,597.60 (80% of \$413,247.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$5,377.28 incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED  
DURING THE COMPENSATION PERIOD**

**Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

**Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

**Exhibit C** sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED  
DURING THE COMPENSATION PERIOD**

**Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

**Exhibit E** sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

**NOTICE AND OBJECTION PROCEDURES**

Notice of this Forty-Fifth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675

Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Forty-Fifth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 17, 2022** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Forty-Fifth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Forty-Fifth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Forty-Fifth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

*[Remainder of page left blank intentionally]*

Dated: New York, New York  
August 2, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings  
Corporation, et al.*

**Exhibit A**

**Timekeeper Summary**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Scott Welkis	Finance	1997	1,565.00	11.50	17,997.50
Sara Brauner	Financial Restructuring	2011	1,400.00	103.10	144,340.00
Ira Dizengoff	Financial Restructuring	1993	1,775.00	30.60	54,315.00
Abid Qureshi	Financial Restructuring	1995	1,775.00	10.50	18,637.50
Dean Chapman	Litigation	2009	1,400.00	64.00	89,600.00
David Zensky	Litigation	1988	1,775.00	8.90	15,797.50
<b>Total Partner</b>				<b>228.60</b>	<b>340,687.50</b>
<b>SENIOR COUNSEL AND COUNSEL</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Zachary Lanier	Financial Restructuring	2017	1,095.00	25.10	27,484.50
Jeff Latov	Litigation	2017	1,095.00	7.50	8,212.50
John Kane	Litigation	2016	1,130.00	7.70	8,701.00
<b>Total Senior Counsel and Counsel</b>				<b>40.30</b>	<b>44,398.00</b>
<b>ASSOCIATES AND STAFF ATTORNEYS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE (\$)</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Joseph Szydlo	Financial Restructuring	2019	965.00	13.50	13,027.50
Patrick Glackin	Litigation	2019	925.00	6.80	6,290.00
Sean Nolan	Litigation	2018	1,005.00	8.80	8,844.00
<b>Total Associates and Staff Attorneys</b>				<b>29.10</b>	<b>28,161.50</b>
<b>Total Hours / Fees Requested</b>				<b>298.00</b>	<b>413,247.00</b>



<b>ALL PROFESSIONALS</b>	<b>BLENDED RATE (\$)</b>	<b>TOTAL BILLED HOURS</b>	<b>TOTAL COMPENSATION (\$)</b>
Partners and Counsel	1,432.08	268.90	385,085.50
Associates	967.75	29.10	28,161.50
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	1,386.73		
<b>Total Fees Incurred</b>		<b>298.00</b>	<b>413,247.00</b>

**Exhibit B**

**Task Code Summary**

<b>Task Code</b>	<b>Matter</b>	<b>Hours</b>	<b>Value (\$)</b>
2	Case Administration	0.20	193.00
3	Akin Gump Fee Application/Monthly Billing Reports	6.00	6,394.50
8	Hearings and Court Matters/Court Preparation	1.80	2,520.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	151.20	204,110.00
20	Jointly Asserted Causes of Action	135.80	195,829.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	2.40	3,360.00
23	Asset Dispositions/363 Asset Sales	0.60	840.00
<b>TOTAL:</b>		<b>298.00</b>	<b>413,247.00</b>

**Exhibit C**

**Itemized Fees**

# Akin Gump

Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE  
CHIEF RESTRUCTURING OFFICER  
SEARS HOLDING CORP.  
3333 BEVERLY ROAD  
HOFFMAN ESTATES, IL 60179  
ATTN: ROBERT RIECKER

Invoice Number 1997680  
Invoice Date 07/31/22  
Client Number 700502  
Matter Number 0001

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Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
002	Case Administration	0.20	\$193.00
003	Akin Gump Fee Application/Monthly Billing Reports	6.00	\$6,394.50
008	Hearings and Court Matters/Court Preparation	1.80	\$2,520.00
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	151.20	\$204,110.00
020	Jointly Asserted Causes of Action	135.80	\$195,829.50
022	Disclosure Statement/Solicitation/Plan/Confirmation	2.40	\$3,360.00
023	Asset Dispositions/363 Asset Sales	0.60	\$840.00
	TOTAL	<u>298.00</u>	<u>\$413,247.00</u>

SEARS CREDITORS COMMITTEE  
Invoice Number: 1997680

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/29/22	JES	002 Review Judge Drain recall notice (.1); draft correspondence to members of FR team re same (.1).	0.20
06/22/22	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines (1.0); correspondence with J. Szydlo re same (.3).	1.30
06/24/22	JES	003 Review invoice for privilege and confidentiality (1.0); correspond with S. Brauner re same (.3).	1.30
06/27/22	ZDL	003 Revise fee statement.	0.30
06/27/22	JES	003 Draft fee statement (.8); correspond with Akin accounting re same (.2).	1.00
06/28/22	JES	003 Review invoice for privilege and confidentiality.	2.10
06/27/22	SLB	008 Draft correspondence to members of FR team re upcoming hearing.	0.20
06/29/22	SLB	008 Correspondence with Weil re upcoming hearings and related case management issues (.4); review notices re same (.2); draft correspondence to members of FR and Lit teams re same (.3).	0.90
06/30/22	SLB	008 Review and comment on draft correspondence from the Debtors to chambers re case status (.4); correspondence with G. Fail and E. Morabito re same (.3).	0.70
06/01/22	SLB	010 Review correspondence from D. Chapman re status and open issues re financing motion (.3); analyze issues re same (.7).	1.00
06/01/22	ZDL	010 Analyze potential issues in connection with litigation finance motion.	0.90
06/02/22	DLC	010 Participate in call with Bench Walk re litigation funding (.5); confer with S. Brauner re same (.4); outline document review protocol re same (2.1).	3.00
06/02/22	SLB	010 Call with BW re funding agreement (.5); draft follow-up correspondence to Finance, FR and Lit teams re same (.1); confer with D. Chapman re same (.4); analyze issues re same (.5); revise draft order per PBGC comments (.3); correspondence with PBGC's counsel re same (.2).	2.00
06/03/22	DLC	010 Revise litigation funding agreement (.5); confer with S. Brauner re same (.3); revise document review protocol in connection with same (.3); confer with eDiscovery and custodians re document compilation for same (.5).	1.60
06/03/22	SLB	010 Revise funding agreement per BW comments (1.0); confer with D. Chapman re same (.3); correspondence with PBGC re same (.2).	1.50
06/05/22	DLC	010 Revise litigation financing agreement.	0.30
06/05/22	SLB	010 Analyze issue re funding agreement (.5); draft correspondence to D. Chapman re same (.1).	0.60
06/06/22	DLC	010 Review internal correspondence re litigation funding agreement.	0.30
06/06/22	SLB	010 Correspondence with BW re funding agreement (.2); revise same (.3); revise outline re open issues in connection with motion (1.0); correspondence with Z. Lanier re same (.2).	1.70
06/06/22	ZDL	010 Draft reply in support of funding motion (.9); correspond with S. Brauner re litigation funding issues (.2).	1.10
06/07/22	DLC	010 Review outline of litigation funding reply brief (.4); confer with S. Brauner and Z. Lanier re same (.5); correspond with S. Brauner re same (.3); analyze discovery issues in connection with same (.3).	1.50
06/07/22	SLB	010 Confer with D. Chapman and Z. Lanier re Financing reply and related issues (.5); analyze same (.6); correspondence with D. Chapman re same (.3).	1.40
06/07/22	ZDL	010 Confer with D. Chapman and S. Brauner regarding financing motion (.5); revise outline for reply brief re same (.6).	1.10
06/08/22	DLC	010 Analyze discovery issues in connection with litigation funding motion.	0.20
06/09/22	SLB	010 Confer with PBGC re litigation financing and related issues (.3); analyze issues re same (.8).	1.10
06/10/22	ISD	010 Correspond with S. Brauner re discussions with BW.	0.30
06/10/22	AQ	010 Call with S. Brauner and D. Chapman regarding lit. financing motion and related issues (.5); review and analyze lit. financing motion and related background materials (1.7).	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/10/22	DLC	010 Review correspondence from Bench Walk (.2); participate in call with S. Brauner and A. Qureshi re funding motion (.5); follow-up correspondence with S. Brauner re same (.2); outline potential discovery in connection with same (.4).	1.30
06/10/22	SLB	010 Call with A. Qureshi and D. Chapman re financing motion and related issues (.5); analyze issues re same (.6); review materials re same (.2); analyze issue re funding agreement (.7); correspondence with BW re same (.2); correspond with I. Dizengoff re same (.3); correspond with D. Chapman re same (.2).	2.50
06/12/22	DLC	010 Review litigation funding agreement edits (.2); confer with S. Brauner re same (.2).	0.40
06/12/22	SLB	010 Analyze issue re funding agreement (.5) confer with D. Chapman re same (.2).	0.70
06/12/22	ZDL	010 Revise reply in support of financing motion.	1.10
06/13/22	ISD	010 Analyze issues re financing issues (.9); review confer with S. Brauner re same (.4).	1.30
06/13/22	DLC	010 Outline document discovery requests in connection with litigation funding motion (.4); correspond with S. Brauner re same (.6); comment on litigation funding agreement (.6) correspondence with Bench Walk re same (.2).	1.80
06/13/22	SLB	010 Revise funding agreement (.7); correspondence with BW re same (.2); analyze issues re discovery in connection with same (.4); correspondence with D. Chapman re litigation funding reply and related issues (.6); confer with I. Dizengoff re same (.4).	2.30
06/13/22	ZDL	010 Revise outline for reply in support of litigation financing motion.	1.30
06/14/22	DLC	010 Review proposed search parameters for document review in connection with litigation funding (1.3); review legal research re discovery (.5); revise draft document requests (1.6); confer with S. Brauner re funding motion and objections thereto (.5).	3.90
06/14/22	SLB	010 Correspondence with PBGC re financing motion and related issues (.3); analyze issues re same (.5); review and revise outline re reply for same (.8); confer with D. Chapman re objections to funding motion (.5).	2.10
06/15/22	AQ	010 Review and analyze objections received to Litigation Financing Motion.	0.80
06/15/22	SLB	010 Review objections to financing motion (1.9); analyze issues re same (.8); correspondence with Designees re same (.3); confer with Z. Lanier re same (.2).	3.20
06/15/22	JAL	010 Review materials re litigation funding agreement	1.20
06/15/22	ZDL	010 Confer with S. Brauner regarding litigation financing issues (.2); review objections filed to litigation financing motion (1.8); begin revising outline for reply in support of motion (.5); call with J. Szydlo regarding the same (.2); correspond with J. Szydlo re same (.2); conduct research re same (1.0); correspond with FTI re objections to litigation funding motion (.3).	4.10
06/15/22	SMN	010 Review objections to litigation funding motion.	0.60
06/15/22	JES	010 Review objections to litigation funding motion (1.8); summarize same (2.3); correspond with Z. Lanier re same (.2); conduct research re same (1.1); call with Z. Lanier re outline for reply ISO funding motion (.2).	5.40
06/16/22	DMZ	010 Review objections to lit. financing motion (.8); review correspondence from Debtors re litigation funding waterfall (.2).	1.00
06/16/22	AQ	010 Review and analyze objections to litigation financing motion (.5); confer with S. Brauner and D. Chapman re same (.6).	1.10
06/16/22	DLC	010 Participate in call with potential litigation funder (.5); confer with S. Brauner re same (.3); review and comment on terms of funding agreement (.2); review draft discovery and objections to funding motion (1.2); draft outline of responses to discovery requests (1.8); confer with A. Qureshi and S. Brauner re objections to funding motion (.6); outline list of outstanding funding issues (.8); revise draft discovery requests in connection with funding motion (2.1); call with P. Glackin and A.	10.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Praestholm re same (.6); draft brief memorandum for Litigation Designees (.9); confer with admin rep re discovery issues in connection with litigation funding (.3); analyze same (.6); compile materials for witness prep (.4).	
06/16/22	SLB	010 Call with BW re funding agreement (.5); analyze issues re same (.8); confer with D. Chapman re same (.3); correspondence with S. Welkis re same (.5); confer with A. Qureshi and D. Chapman re objections to lit. funding motion (.6); correspondence with Designees re same (.2); continue to review and analyze objections re Financing Motion (1.0); revise summary chart re same (.8); correspondence with Designees re same (.2).	4.80
06/16/22	JAL	010 Conduct research re discovery issues relating to lit. funding (1.9); draft affirmative discovery requests in connection with litigation funding (2.2).	4.10
06/16/22	ZDL	010 Revise reply in support of litigation financing motion (1.2); continue to review objections to same (.9); conduct research regarding issues raised by objections (.5); revise objection summary chart (.9).	3.50
06/16/22	SW	010 Correspond with S. Brauner re funding agreement (.3); review/analyze same and related documents (1.5); revise termination in funding agreement (.7); review/analyze lender comments to funding agreement (.9); review internal correspondence re same (.4).	3.80
06/16/22	SMN	010 Review draft objections to lit. funding motion (.4); conduct legal research re issues raised in same (2.3).	2.70
06/16/22	PJG	010 Call with D. Chapman and A. Praestholm re discovery relating to litigation funding.	0.60
06/16/22	JES	010 Review objections to litigation funding motion (.7); prepare summary of same for Designees (.8).	1.50
06/17/22	AQ	010 Review correspondence from Admin Claims Rep regarding draft opposition to litigation financing motion (.2); correspond with members of FR and Lit teams regarding litigation financing motion (.4).	0.60
06/17/22	DLC	010 Outline parameters of document production and related issues in connection with funding motion (.7); draft correspondence to admin rep re discovery efforts in connection with funding motion (.9) correspond with FR and Lit team members re same (.7); outline key documents for deposition prep in connection with same (1.1); review revisions to litigation funding agreement (.2) confer with S. Welkis and S. Brauner re same (.4); finalize budget for litigation financing (.6).	4.60
06/17/22	SLB	010 Confer with S. Welkis and D. Chapman re funding agreement (.4); analyze issues re same (.5); correspondence with BW re same (.4); correspondence with members of FR and Lit teams re financing motion and related objections (.7); analyze issues re same (.8).	2.80
06/17/22	SW	010 Correspond with members of FR and Lit teams re financing motion (.6); review and comment on funding agreement (1.9); review updates to same (.3); review/analyze objections re same (.7); confer with S. Brauner and D. Chapman re funding agreement (.4).	3.90
06/17/22	PJG	010 Review objections to litigation financing motion.	0.70
06/18/22	DLC	010 Prepare for (.1) and participate in (.7) call with admin rep re litigation funding; participate in follow-up calls with S. Brauner re same (.8); review legal research re funding issues (1.1) correspond with S. Nolan re same (.3); draft outline for P. Bartels witness prep (.9); call with P. Bartels re same (.2).	4.10
06/18/22	SLB	010 Confer with Admin Rep re funding motion (.7); calls with D. Chapman re same (.8); analyze issues re same (.4); draft correspondence to Admin Rep re same (.4).	2.40
06/18/22	ZDL	010 Review docket for certain pleadings re litigation funding issues (.3) circulate same to FR team members (.1); draft sections of reply ISO financing motion (1.6).	2.00
06/18/22	SMN	010 Correspond with D. Chapman re reply in support of litigation funding	0.30



SEARS CREDITORS COMMITTEE  
Invoice Number: 1997680

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		motion.	
06/18/22	PJG	010 Correspond with E-Discovery vendor re document review issues in connection with litigation funding (.3); draft correspond to A. Praestholm re same (.1).	0.40
06/19/22	DLC	010 Correspond with S. Brauner re litigation funding reply.	0.40
06/19/22	SLB	010 Correspondence with D. Chapman re open issues in connection with reply ISO Financing Motion (.4); review research summary re same (.4).	0.80
06/19/22	SMN	010 Draft argument for reply in support of litigation funding motion (1.2); conduct legal research for reply (.8); draft summary of same for Akin team (.5).	2.60
06/20/22	AQ	010 Review and analyze documents and background materials for deposition prep in connection with lit. financing motion (1.1); review and analyze draft witness preparation outline (.2); prepare for and attend witness preparation meeting (1.6); review and analyze revised draft objection of Admin Claims Rep to Litigation Financing Motion (.3); review emails related to financing motion settlement discussions (.3).	3.70
06/20/22	SLB	010 Correspondence with Admin Rep's counsel re Financing Motion and related issues (.4); analyze issues re same (.5); draft update correspondence to members of FR and Lit teams re same (.3); prepare for (.5) and attend (1.6) prep session with P. Bartels re same; review research summary re same (.4); revise Funding Agreement (1.0); correspondence with S. Welkis re same (.5); confer with S. Welkis re same (.3).	5.40
06/20/22	ZDL	010 Revise reply in support of litigation financing.	1.60
06/20/22	SW	010 Review and comment revised funding agreement (2.3); confer with S. Brauner re same (.3); correspond with S. Brauner re same (.5); review further revised funding agreement (.3).	3.40
06/20/22	SMN	010 Revise reply brief in support of litigation funding motion.	0.10
06/21/22	ISD	010 Correspond with S. Brauner re litigation financing issues.	0.30
06/21/22	AQ	010 Review and analyze draft supplemental Bartels declaration (.5); calls with S. Brauner and D. Chapman re open issues re litigation funding (.8); review and analyze Board designee materials related to litigation financing motion (.5).	1.80
06/21/22	DLC	010 Continue drafting (2.1) and revising (1.9) supplemental declaration in support of funding; participate in calls with A. Qureshi and S. Brauner re litigation funding workstreams (.8); review emails with mediators, clients, debtors, and admin rep related to litigation funding (.3) follow-up call with S. Brauner re same (.3).	5.10
06/21/22	SLB	010 Multiple calls with A. Qureshi and D. Chapman re lit financing issues (.8); analyze issues re same (1.2); correspondence with Admin Rep re Financing Motion and related issues (.4); correspond with I. Dizengoff re same (.3); call with D. Chapman re funding issues (.3); revise Funding Agreement (.4); correspondence with S. Welkis re same (.4); correspondence with BW re same (.4); correspondence with FTI re same (.2); analyze issue re same (.3); confer with Chambers re hearing on Financing Motion (.2).	5.50
06/21/22	ZDL	010 Revise reply in support of lit finance motion.	4.50
06/21/22	SW	010 Correspond with S. Brauner litigation funding agreement.	0.40
06/22/22	DLC	010 Review legal research re litigation funding issues (1.2); correspond with S. Brauner re same (.3).	1.50
06/22/22	SLB	010 Correspondence with D. Chapman re Financing Motion and related issues (.3); analyze issues re same (1.0); correspondence with Admin Rep re same (.3).	1.60
06/23/22	SLB	010 Prepare notice of adjournment re financing motion (.2); correspondence with Admin Claims Rep re same (.3); draft correspondence to BW re same (.2).	0.70
06/24/22	SLB	010 Confer with BW re financing and related issues (.3); analyze same (.5).	0.80
06/01/22	ISD	020 Analyze open issues re mediation (1.2); review materials re same (1.0).	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/01/22	SMN	020 Review new cases implicating issues in motions to dismiss.	0.50
06/02/22	ISD	020 Confer with S. Brauner, D. Chapman and D. Zensky re mediation (.4); analyze issues re same (1.5); review materials re same (.4).	2.30
06/02/22	DLC	020 Confer with I. Dizengoff, D. Zensky, and S. Brauner re mediation issues (.4); review draft settlement agreement (.1).	0.50
06/02/22	SLB	020 Confer with I. Dizengoff, D. Zensky and D. Chapman re mediation and related issues.	0.40
06/02/22	JPk	020 Review relevant case law related to arguments made in the opposition to the motions to dismiss.	3.80
06/02/22	SMN	020 Update materials re D&O insurance payments (.2); review new cases implicating issues in motions to dismiss (.2).	0.40
06/03/22	DLC	020 Review mediator invoice and fees.	0.30
06/03/22	JPk	020 Review relevant case law related to arguments made in the opposition to the motions to dismiss.	2.50
06/03/22	JAL	020 Conduct research re claims asserted in Adv. Proc.	2.20
06/04/22	JPk	020 Prepare email summary of relevant case law related to arguments made in the opposition to the motions to dismiss.	0.50
06/05/22	JPk	020 Prepare email summary of relevant case law related to arguments made in the opposition to the motions to dismiss.	0.90
06/05/22	PJG	020 Conduct research re pending motions to dismiss (1.9); draft correspondence to S. Nolan re same (.2).	2.10
06/06/22	DMZ	020 Attend mediation session.	0.40
06/06/22	ISD	020 Prepare for (.4) and attend (.4) mediation session; confer with S. Brauner and D. Chapman re same (.5); analyze issues re same (.2).	1.50
06/06/22	DLC	020 Prepare for (.3) and participate in (.4) mediation sessions; and confer with I. Dizengoff and S. Brauner re same (.5); review legal research re motions to dismiss (.6) draft correspondence to members of Lit team re same (.2).	2.00
06/06/22	SLB	020 Prepare for (.3) and attend (.4) mediation session; analyze open mediation issues (.7); confer with I. Dizengoff and D. Chapman re same (.5); correspondence with Designees re same (.4).	2.30
06/06/22	SMN	020 Correspond with P. Glackin re cases implicating issues in motion to dismiss briefing.	0.20
06/06/22	PJG	020 Conduct research re pending motions to dismiss (.6); correspondence with S. Nolan re same (.2).	0.80
06/07/22	DMZ	020 Participate on call with Litigation Designees re mediation (.3); follow-up call with A. Carr (.3); confer with mediators (.5); call with Admin Claims Rep re mediation issues (.5).	1.60
06/07/22	ISD	020 Confer with Designees re mediation (.3); analyze issues re same (1.0); review correspondence from S. Brauner re same (.3).	1.60
06/07/22	DLC	020 Participate in meeting with designees re mediation (partial) (.2); attend call with admin representative (.5); analyze issues re same (.5).	1.20
06/07/22	SLB	020 Confer with mediators (.5); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re same (.6); call with Designees re mediation (.3); call with A. Carr re same (.3); call with Admin Rep re same (.5); analyze issues re same (.9).	3.20
06/07/22	PJG	020 Conduct legal research re pending motions to dismiss in adversary proceeding (1.3); draft correspondence to D. Chapman re same (.6).	1.90
06/08/22	ISD	020 Analyze issues re mediation (.5); review materials re same (1.0).	1.50
06/08/22	DLC	020 Review analysis re key cases implicating motions to dismiss.	1.00
06/09/22	SMN	020 Draft correspondence to defense counsel for various D&O defendants re insurance fees reimbursed (.4); update internal documentation of same (.1).	0.50
06/10/22	ISD	020 Correspond with S. Brauner re discussions with BW.	1.30
06/13/22	DLC	020 Review mediation invoice.	0.10
06/14/22	ISD	020 Confer with S. Brauner and D. Chapman re mediation extension (.3); analyze issues re mediation (1.5).	1.80
06/14/22	AQ	020 Confer with S. Brauner regarding mediation.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/14/22	DLC	020 Review Mediation Extension Order (.1); confer with I. Dizengoff and S. Brauner re same (.3); analyze issues regarding payment of mediator fees (.2).	0.60
06/14/22	SLB	020 Correspondence with Designees re mediation (.3); confer with I. Dizengoff and D. Chapman re mediation extension (.3); analyze issues re same (.2); confer with A. Qureshi re same (.3).	1.10
06/14/22	SMN	020 Correspond with defense counsel re fee reimbursement reporting (.2); update internal tracker re same (.3); review new cases implicating issues in motion to dismiss briefing (.3).	0.70
06/14/22	PJG	020 Analyze budgeting issues in adversary proceeding.	0.30
06/15/22	DMZ	020 Correspond with D. Chapman re Seritage issues (.2); confer with S. Brauner and D. Chapman re mediation and chambers conference (.2).	0.40
06/15/22	DLC	020 Analyze materials re Seritage (.8); correspond with D. Zensky re same (.2); correspond with FTI re same (.2); confer with D. Zensky and S. Brauner re upcoming chambers conference (.2).	1.40
06/15/22	SLB	020 Confer with D. Zensky and D. Chapman re next steps in mediation and related chambers conference (.2); analyze open mediation issues (.2).	0.40
06/16/22	DMZ	020 Confer with S. Brauner and D. Chapman re settlement update (.8); correspond with S. Brauner re same (.1).	0.90
06/16/22	DLC	020 Confer with S. Brauner, and D. Zensky re mediation.	0.80
06/16/22	SLB	020 Meet with D. Zensky and D. Chapman re mediation (.8); correspond with D. Zensky re same (.1); analyze issues re same (.7).	1.60
06/17/22	DMZ	020 Confer with S. Brauner and D. Chapman re upcoming call with Designees re mediation (.3); participate on call with Designees re mediation (.6); correspond with S. Brauner and D. Chapman re same (.3).	1.30
06/17/22	DLC	020 Confer with S. Brauner and D. Zensky re call with Litigation Designees (.3); participate in call with FTI team re same (.6); correspond with FTI re same (.1); participate in call with Designees (.6); correspond with D. Zensky and S. Brauner re same (.3).	1.90
06/17/22	SLB	020 Confer with Designees re mediation (.6); confer with D. Zensky and D. Chapman re same (.3); correspondence with D. Zensky and D. Chapman re same (.3); analyze issues re same (.5).	1.60
06/17/22	ZDL	020 Attend call with litigation designees regarding mediation issues.	0.60
06/19/22	DMZ	020 Review correspondence from Admin Claims Rep. re mediation.	0.10
06/20/22	ISD	020 Review correspondence from S. Brauner re mediation (.3); respond to same (.2); analyze issues re mediation (2.0).	2.50
06/20/22	DLC	020 Correspond with ASK re mediation.	0.10
06/20/22	SLB	020 Pre-call with FTI (.2) and call with Debtor and UCC advisors (.5) re assets and related ED issues in connection with mediation; draft correspondence to members of FR and Lit teams re same (.5); analyze issues re same (1.6); prepare summary of same (.5).	3.30
06/21/22	DMZ	020 Review correspondence Admin Claims Rep re mediation issues (.1); rev further correspondence from debtors and mediators re same (.2).	0.30
06/21/22	ISD	020 Attend mediation session (.4); confer with S. Brauner re same (.4); correspondence with Weil re same (.4); analyze issues re same (1.1).	2.30
06/21/22	DLC	020 Participate in call with K. Casteel re mediation (.3); confer with members of FR and Lit teams re settlement issues (.2).	0.50
06/21/22	SLB	020 Confer with mediator re status and open issues (.4); correspondence with I. Dizengoff, D. Zensky and D. Chapman re mediation and related issues (.4); analyze same (1.2); draft correspondence to mediators re same (.3); confer with Debtors' counsel re mediation and related issues (.4); confer with I. Dizengoff re same (.3); review correspondence from Debtors' counsel re same (.2); correspondence with members of FR and Lit teams re same (.5).	3.70
06/22/22	DMZ	020 Confer with D. Chapman re settlement issues and term sheet.	0.10
06/22/22	DLC	020 Review settlement term sheet (.5); confer with S. Brauner re same (.2); mark-up same (2.0); confer with D. Zensky re same (.1); correspond	2.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/22/22	SLB	020 with K. Casteel re same (.1). Review settlement term sheet (1.2); draft correspondence to members of FR and Lit teams re same and various mediation issues (.7); confer with D. Chapman re same (.2); draft correspondence to Designees re same (.4); analyze issues re same (1.5); draft correspondence to I. Dizengoff re same (.3).	4.30
06/23/22	DMZ	020 Attend chambers conference re mediation and settlement efforts (.4); correspond with S. Brauner re same (.1).	0.50
06/23/22	DLC	020 Confer with S. Brauner re settlement term sheet (.2); revise same (1.1); revise talking points for Chambers conference (.3); attend mediation Chambers conference with court (.4).	2.00
06/23/22	SLB	020 Analyze mediation issues and prepare summary of same for Chambers conf (1.5); attend Chambers conf (.4); correspondence with D. Zensky re same (.1); correspondence with Designees re same (.5); review and analyze settlement term sheet (1.4); confer with D. Chapman re same (.2); prepare issues list re same (1.4).	5.50
06/24/22	DMZ	020 Review and analyze settlement term sheet (.2); correspond with members of FR and Lit teams re same (.6).	0.80
06/24/22	ISD	020 Confer with S. Brauner re mediation (.3); review correspondence from Akin team re same (.5); analyze issues re same (2.1).	2.90
06/24/22	DLC	020 Correspond with members of FR and Lit teams re settlement term sheet (.5) call with S. Brauner re same (.3); review documentation regarding public shareholder settlement (.2); confer with K. Casteel re next steps for same (.3).	1.30
06/24/22	SLB	020 Analyze mediation issues and prepare summary re same (1.5); correspondence with members of FR and Lit teams re same (.7); call with I. Dizengoff re same (.3); call with D. Chapman re same (.3); correspondence with mediators re same (.3); prepare summary re proposed next steps (.8).	3.20
06/26/22	SLB	020 Analyze open issue re mediation.	0.50
06/27/22	DMZ	020 Call with mediators re settlement (.6); correspond with I. Dizengoff, S. Brauner and D. Chapman re same (.2).	0.80
06/27/22	ISD	020 Attend call with mediators (.6); prepare for same (1.0); follow-up correspondence with S. Brauner, D. Zensky and D. Chapman re same (.3); analyze issues re mediation (.8); confer with S. Brauner re same (.4).	3.10
06/27/22	DLC	020 Review settlement agreement re public shareholder action (.3); participate in call re with ASK re same (.2); outline issues in connection with global settlement (.7); confer with S. Brauner re same (.2); participate in call with mediators re same (.6); correspond with I. Dizengoff, D. Zensky and S. Brauner re same (.3); revise settlement term sheet (.7); draft summary of settlement issues for Debtors (.4).	3.40
06/27/22	SLB	020 Prepare for (1.7) and attend (.6) mediation session; analyze open issues in connection with mediation (.5); draft correspondence to Designees re same (.3); correspondence with I. Dizengoff, D. Zensky and D. Chapman re same (.6); confer with I. Dizengoff re same (.4); confer with D. Chapman re same (.2); prepare issues list for Debtors (.8); correspondence with Debtors' counsel re same (.2).	5.30
06/28/22	DMZ	020 Participate in call with Debtors re mediation issues.	0.60
06/28/22	ISD	020 Confer with Debtors re mediation (.6); correspond with S. Brauner, D. Zensky and D. Chapman re same (.5); review and analyze settlement issues (1.8).	2.90
06/28/22	DLC	020 Prepare for (.2) and participate in (.6) call with Debtors re settlement and mediation; revise settlement term sheet (.5); confer with S. Brauner re same (.2).	1.40
06/28/22	SLB	020 Prepare for (.2) and participate in (.6) with Weil re open issues in connection with mediation; correspondence with G. Fail re same (.3); draft correspondence to Designees re same (.4); follow-up	5.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		correspondence with Designees re same (.2); draft correspondence to mediators re same (.2); draft correspondence to Defendants and Insurers re same (.3); analyze issues re same (1.8); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re same (.5); confer with D. Chapman re same (.2); review and analyze updated settlement term sheet (1.0).	
06/28/22	SMN	020 Review new case implicating issues in motions to dismiss.	0.20
06/29/22	DMZ	020 Call with D. Chapman re updates to settlement term sheet.	0.10
06/29/22	ISD	020 Prepare for (1.0) and attend (.8) mediation session; confer with S. Brauner re same (.5); analyze settlement issues (.5).	2.80
06/29/22	DLC	020 Compile materials concerning outstanding fees owed to litigation professionals in connection with Adversary Proceeding (.4); participate in call with defendants re mediation (.5); review waterfall analysis (.2); call with D. Zensky re settlement term sheet (.1); correspond with S. Brauner re same (.3).	1.50
06/29/22	SLB	020 Correspondence with FTI re waterfall issues in connection with potential settlement (.4); analyze issues re same (1.2); correspondence with Weil re same (.3); prepare for (.5) and participate in (.8) mediation session; follow-up correspondence to Designees re same (.3); follow-up correspondence to mediators re same (.1); analyze open mediation issues (.5); confer with I. Dizengoff re same (.5); review and comment on outline for settlement motion re same (.8); correspondence with D. Chapman re settlement term sheet (.3).	5.70
06/29/22	ZDL	020 Prepare outline of settlement motion.	0.90
06/29/22	JES	020 Begin drafting sections of 9019 motion re adversary proceeding.	1.40
06/30/22	DLC	020 Participate in call with S. Brauner, Z. Lanier and J. Szydlo re 9019 settlement motion (.3); review correspondence re litigation waterfall (.3); analyze issues re same (.2).	0.80
06/30/22	SLB	020 Call with Z. Lanier, D. Chapman and J. Szydlo re 9019 settlement motion and related issues (.3); analyze same (1.4); review materials re same (.5); draft correspondence to members of FR and Lit teams re potential mediation settlement (.4); correspondence with Designees re same (.2); analyze waterfall issues (.5); correspondence with FTI re same (.5); review waterfall in connection with same (.5).	4.30
06/30/22	ZDL	020 Prepare for (.4) and attend (.3) call with S. Brauner, D. Chapman and J. Szydlo re settlement motion; conduct research in connection with the same (.5); revise outline for same (.9).	2.10
06/30/22	JES	020 Attend call with S. Brauner, D. Chapman and Z. Lanier re settlement motion (.3); review materials in connection with same (.3).	0.60
06/09/22	SLB	022 Confer with G. Fail re ED issues.	0.40
06/17/22	SLB	022 Correspondence with Debtors' counsel re ED issues (.3); analyze same (.5).	0.80
06/29/22	SLB	022 Analyze effective date issues.	1.20
06/20/22	SLB	023 Correspondence with Herrick team re MTN investigation and related issues (.2); review analysis re same (.4).	0.60
Total Hours			298.00

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D M ZENSKY	8.90 at	\$1775.00 =	\$15,797.50
I S DIZENGOFF	30.60 at	\$1775.00 =	\$54,315.00
A QURESHI	10.50 at	\$1775.00 =	\$18,637.50
D L CHAPMAN	64.00 at	\$1400.00 =	\$89,600.00
S L BRAUNER	103.10 at	\$1400.00 =	\$144,340.00
S WELKIS	11.50 at	\$1565.00 =	\$17,997.50
J P KANE	7.70 at	\$1130.00 =	\$8,701.00



**Exhibit D**

**Disbursement Summary**

**DISBURSEMENT SUMMARY**

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	1,511.31
Computerized Legal Research – Other	301.46
Computerized Legal Research – Westlaw – in contract 30% discount	2,967.67
Computerized Legal Research - Courtlink - In Contract 50% Discount	382.01
Courier Service/Messenger Service – Off Site	64.80
Meals – Overtime	20.00
Local Transportation - Overtime	130.03
<b>TOTAL:</b>	<b>5,377.28</b>

**Exhibit E**

**Itemized Disbursements**



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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		correspondence with Designees re same (.2); draft correspondence to mediators re same (.2); draft correspondence to Defendants and Insurers re same (.3); analyze issues re same (1.8); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re same (.5); confer with D. Chapman re same (.2); review and analyze updated settlement term sheet (1.0).	
06/28/22	SMN	020 Review new case implicating issues in motions to dismiss.	0.20
06/29/22	DMZ	020 Call with D. Chapman re updates to settlement term sheet.	0.10
06/29/22	ISD	020 Prepare for (1.0) and attend (.8) mediation session; confer with S. Brauner re same (.5); analyze settlement issues (.5).	2.80
06/29/22	DLC	020 Compile materials concerning outstanding fees owed to litigation professionals in connection with Adversary Proceeding (.4); participate in call with defendants re mediation (.5); review waterfall analysis (.2); call with D. Zensky re settlement term sheet (.1); correspond with S. Brauner re same (.3).	1.50
06/29/22	SLB	020 Correspondence with FTI re waterfall issues in connection with potential settlement (.4); analyze issues re same (1.2); correspondence with Weil re same (.3); prepare for (.5) and participate in (.8) mediation session; follow-up correspondence to Designees re same (.3); follow-up correspondence to mediators re same (.1); analyze open mediation issues (.5); confer with I. Dizengoff re same (.5); review and comment on outline for settlement motion re same (.8); correspondence with D. Chapman re settlement term sheet (.3).	5.70
06/29/22	ZDL	020 Prepare outline of settlement motion.	0.90
06/29/22	JES	020 Begin drafting sections of 9019 motion re adversary proceeding.	1.40
06/30/22	DLC	020 Participate in call with S. Brauner, Z. Lanier and J. Szydlo re 9019 settlement motion (.3); review correspondence re litigation waterfall (.3); analyze issues re same (.2).	0.80
06/30/22	SLB	020 Call with Z. Lanier, D. Chapman and J. Szydlo re 9019 settlement motion and related issues (.3); analyze same (1.4); review materials re same (.5); draft correspondence to members of FR and Lit teams re potential mediation settlement (.4); correspondence with Designees re same (.2); analyze waterfall issues (.5); correspondence with FTI re same (.5); review waterfall in connection with same (.5).	4.30
06/30/22	ZDL	020 Prepare for (.4) and attend (.3) call with S. Brauner, D. Chapman and J. Szydlo re settlement motion; conduct research in connection with the same (.5); revise outline for same (.9).	2.10
06/30/22	JES	020 Attend call with S. Brauner, D. Chapman and Z. Lanier re settlement motion (.3); review materials in connection with same (.3).	0.60
06/09/22	SLB	022 Confer with G. Fail re ED issues.	0.40
06/17/22	SLB	022 Correspondence with Debtors' counsel re ED issues (.3); analyze same (.5).	0.80
06/29/22	SLB	022 Analyze effective date issues.	1.20
06/20/22	SLB	023 Correspondence with Herrick team re MTN investigation and related issues (.2); review analysis re same (.4).	0.60
Total Hours			298.00

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D M ZENSKY	8.90 at	\$1775.00 =	\$15,797.50
I S DIZENGOFF	30.60 at	\$1775.00 =	\$54,315.00
A QURESHI	10.50 at	\$1775.00 =	\$18,637.50
D L CHAPMAN	64.00 at	\$1400.00 =	\$89,600.00
S L BRAUNER	103.10 at	\$1400.00 =	\$144,340.00
S WELKIS	11.50 at	\$1565.00 =	\$17,997.50
J P KANE	7.70 at	\$1130.00 =	\$8,701.00

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
J A LATOV	7.50	at	\$1095.00	=	\$8,212.50
Z D LANIER	25.10	at	\$1095.00	=	\$27,484.50
S M NOLAN	8.80	at	\$1005.00	=	\$8,844.00
P J GLACKIN	6.80	at	\$925.00	=	\$6,290.00
J E SZYDLO	13.50	at	\$965.00	=	\$13,027.50

Current Fees

\$413,247.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,511.31
Computerized Legal Research - Other	\$301.46
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$382.01
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,967.67
Courier Service/Messenger Service- Off Site	\$64.80
Meals - Overtime	\$20.00
Local Transportation - Overtime	\$130.03

Current Expenses

\$5,377.28

<u>Date</u>		<u>Value</u>
06/01/22	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 6/1/2022 AcctNumber: 1000193694 ConnectTime: 0.0	\$199.23
06/01/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/1/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
06/01/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/1/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
06/01/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/1/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
06/01/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/02/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/02/22	Computerized Legal Research - Westlaw	\$57.46

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	- in contract 30% discount User: YEN DORIS Date: 6/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
06/02/22	Computerized Legal Research - Westlaw	\$456.68
	- in contract 30% discount User: KANE JOHN Date: 6/2/2022 AcctNumber: 1000193694 ConnectTime: 0.0	
06/03/22	Computerized Legal Research - Westlaw	\$114.17
	- in contract 30% discount User: KANE JOHN Date: 6/3/2022 AcctNumber: 1000193694 ConnectTime: 0.0	
06/03/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
06/06/22	Computerized Legal Research - Courtlink	\$16.62
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
06/06/22	Computerized Legal Research - Westlaw	\$32.83
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/6/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
06/07/22	Computerized Legal Research - Westlaw	\$90.29
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/7/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
06/07/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
06/07/22	Computerized Legal Research - Westlaw	\$320.87
	- in contract 30% discount User: GLACKIN PATRICK Date: 6/7/2022 AcctNumber: 1000193694 ConnectTime: 0.0	
06/07/22	Computerized Legal Research - Westlaw	\$160.43
	- in contract 30% discount User: KANE JOHN Date: 6/7/2022 AcctNumber: 1000193694 ConnectTime: 0.0	
06/08/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
06/08/22	Computerized Legal Research - Westlaw	\$24.63
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/8/2022 AcctNumber: 1003389479 ConnectTime: 0.0	

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06/08/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/8/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
06/08/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/8/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
06/09/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/9/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
06/09/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/09/22	Computerized Legal Research - Westlaw - in contract 30% discount User: KANE JOHN Date: 6/9/2022 AcctNumber: 1000193694 ConnectTime: 0.0	\$160.43
06/10/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/13/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/13/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
06/13/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/14/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/14/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/14/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
06/15/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/15/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
06/15/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/15/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29

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06/15/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/15/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
06/15/22	Local Transportation - Overtime VENDOR: DEAN L. CHAPMAN INVOICE#: 5228499506171903 DATE: 6/17/2022 Working Late in Office Taxi/Car/etc, 06/15/22, Taxi home after work, Uber	\$56.17
06/15/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/16/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/16/22	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E252-22 DATE: 6/18/2022  TRACKING #: 1Z02E52E0192098916; SHIP DATE: 06/16/2022; SENDER: Scott Welkis; NAME: COMPANY: Scott Welkis ADDRESS: 40 Linden Place, Summit, NJ 07901 US;	\$27.05
06/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/16/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
06/16/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 4.0	\$287.82
06/17/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 15.0	\$1,079.27
06/17/22	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 6/17/2022 AcctNumber: 1000193694 ConnectTime: 0.0	\$160.43
06/17/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/19/22	Meals - Overtime VENDOR: GRUBHUB HOLDINGS INC F/K/A SEAMLE upload INVOICE#: SL-184-	\$20.00

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	137 DATE: 6/19/2022 Dean Chapman - Trattoria Trecolori - 6/15/2022 - Overtime Meal	
06/20/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/20/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
06/20/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/21/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/21/22	Local Transportation - Overtime VENDOR: DEAN L. CHAPMAN INVOICE#: 5240176806222207 DATE: 6/22/2022 Working Late in Office Taxi/Car/etc, 06/21/22, Taxi home after working late, Uber	\$73.86
06/21/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 2.0	\$144.22
06/21/22	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E262-22 DATE: 6/25/2022  TRACKING #: 1Z02E52E0191115792; SHIP DATE: 06/21/2022; SENDER: Dean Chapman; NAME: COMPANY: Patrick Bartels ADDRESS: 5330 Carmel Crest Lane, Charlotte, NC 28226 US;	\$37.75
06/21/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/21/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
06/22/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/22/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
06/22/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/22/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
06/22/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/22/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21



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06/22/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 2.0	\$11.07
06/23/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/23/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/23/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
06/24/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
06/27/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
06/27/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/27/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
06/28/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/28/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
06/28/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
06/29/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
06/29/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 6/29/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
06/29/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/29/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29

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06/29/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/29/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
06/30/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 6/30/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
06/30/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2206 DATE: 6/30/2022 - Document retrieval in various courts	\$16.00
06/30/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2206 DATE: 6/30/2022 - Document retrieval in various courts	\$16.00
06/30/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2206 DATE: 6/30/2022 - Document retrieval in various courts	\$48.99
06/30/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2206 DATE: 6/30/2022 - Document retrieval in various courts	\$48.99
06/30/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2206 DATE: 6/30/2022 - Document retrieval in various courts	\$57.16
06/30/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2206 DATE: 6/30/2022 - Document retrieval in various courts	\$114.32
06/30/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
Current Expenses		\$5,377.28
<b>Total Amount of This Invoice</b>		<b>\$418,624.28</b>
<b>Prior Balance Due</b>		<b>\$9,097,743.64</b>
<b>Total Balance Due Upon Receipt</b>		<b>\$9,516,367.92</b>